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in his capacity as Stockholders' Representative

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

DANIEL SKAFF, an individual, solely in his capacity
as Stockholders' Representative,

Plaintiff and Judgment Creditor,

-against-

PROGRESS INTERNATIONAL, LLC,

Defendant and Judgment Debtor.

12 Civ. 9045 (JSR) (FM)

**DECLARATION OF JOHN A. MORRIS IN SUPPORT OF
PLAINTIFF'S MOTION FOR APPOINTMENT OF A RECEIVER**

I, John A. Morris, declare as follows:

1. I am a member of the Bar of the State of New York and am admitted to practice in this Court. I am also a partner in the law firm Pachulski Stang Ziehl & Jones LLP, counsel to the plaintiff and judgment creditor Daniel Skaff, solely in his capacity as Stockholders' Representative ("Plaintiff").¹

2. I make this declaration in support of *Plaintiff's Motion for Appointment of a Receiver Pursuant to FRCP 66 and CPLR Section 5228(a)* (the "Motion"). The facts set forth below are known to me personally and, if called as a witness, I could and would testify competently to such facts.

3. Attached hereto as Exhibit B is a true and correct copy of the transcript of the hearing held before this Court on May 30, 2014 at 10:40 a.m.

¹ Capitalized terms not defined herein have the meanings ascribed in the accompanying Memorandum of Law.

4. On June 2, 2014, Plaintiff emailed Progress and requested the names and addresses of any other judgment creditors of Progress so that service could be effectuated pursuant to New York Civil Practice Law and Rules Section 5228(a). On June 5, 2014, Progress provided the name and address of one judgment creditor; that judgment creditor is being served with all papers filed in connection with the Motion.

5. Attached hereto as Exhibit C is a proposed *Order Appointing Jeffrey A. Compton as Receiver for Progress International, LLC*.

I declare under the penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information and belief.

Executed June 6, 2014.

/s/ John A. Morris
John A. Morris